

BYLAWS
OF
WESTERN ALLIANCE FOR
QUALITY TRANSPORTATION CONSTRUCTION

ARTICLE ONE

NAME AND PURPOSE

The name of this organization is the Western Alliance for Quality Transportation Construction (WAQTC). Participation in this organization is voluntary; however, the membership recognizes the advantages of a unified effort leading to significant accomplishments. The organization's purpose is displayed by the following mission statement.

Provide leadership in the pursuit of continuously improving quality in transportation construction.

Through our partnership we will:

- C promote an atmosphere of trust, cooperation, and communication between government agencies and with the private sector**
- C assure qualified personnel, and**
- C respond in a unified and consistent manner to identified quality improvement needs and new technologies that impact the products that we provide.**

ARTICLE TWO

EXECUTIVE COMMITTEE

Section 1. Structure. The mission, objectives, and structure of the organization will be managed by an Executive Committee (Committee) which will consist of a number of persons, not less than six (6) nor more than fifteen (15), as appointed by the participating organizations.

The Committee membership will be comprised of at least one representative from the member organizations. A cross section of suppliers, producers, the construction industry, consultants, academia, or FHWA Division office staff, as approved by the Committee, may be asked to serve in an advisory capacity. Additional organizations may become members if approved by a vote of the Committee.

Section 2. Increase or Decrease in the Committee. A majority of the Committee membership may

increase or decrease the membership at any meeting of the Committee within the limits set forth in Section 1 above.

Section 3. Term of Membership. Members may participate on the Committee for whatever period is designated by their Agency, or dictated by job function or business requirements. For the sake of uniformity and mission accomplishment, it will be expected that only those that can serve for longer than one year will be appointed. When a member leaves the Committee, the member Agency will appoint a replacement, either temporary or permanent, within two weeks.

Section 4. Meetings. The Committee will meet at least once a year at a location as agreed to by a majority of the Committee or required by the business at hand. Other meetings may be held as required to fulfill the mission, administer a task, or at the request of any Committee member. Business may also be conducted through E-mail, conference or video calls, or other such means agreed to by the participant Agencies.

Section 5. Subcommittees. The Committee may appoint subcommittees which will have and exercise such powers that the Committee vests in them to accomplish an assignment. As noted previously, non-Agency parties may be asked to serve on these subcommittees in an advisory capacity. A majority of any such subcommittee may fix the time and place of its meetings and approve any action as the act of the subcommittee, if approved by the Committee to do so. Any subcommittee, appointed by or acting under the Committee, may develop its own general operating rules or procedures as required to accomplish their task as long as they are in harmony with the mission of the WAQTC.

Section 6. Quorum and Voting. It is the goal of this organization that all decisions are reached by a consensus of the members. At such time that the membership decides that a vote of the membership is appropriate, the following criteria will apply. A majority of the members of the Committee or any subcommittee, acting at a meeting duly assembled, will constitute a quorum for the transaction of business. Each member Agency will have one vote irrespective of the number of members it has on the Committee or any subcommittee, except the FHWA members who will serve as ex officio and will not take part in voting. If a member of the Committee, or any subcommittee, cannot be present for a meeting, that Agency may appoint a replacement provided that the replacement has the authority to vote the Agency's position. When less than the total WAQTC Agency membership elects to enter into a project agreement in pursuit of an outcome that supports the mission, only those participating members will have voting rights concerning that particular project. The input of the non-participatory members will be considered in all decisions.

Section 7. Goals and Action Plans. The goals, and associated action plans, of the WAQTC may be altered at any meeting provided that all Agencies have been given the opportunity for input and have been apprised that it is the intent of the Committee to alter these documents at such a meeting.

ARTICLE THREE

OFFICERS

Section 1. General. Officers of the WAQTC will be elected from the membership of the Committee. There will be no designated term of office, but for consistency and mission accomplishment it is expected that they will serve for a period of not less than one year. Other subcommittees, appointed by the Committee or acting under the Committee, may appoint the number and type of officers as required to accomplish their assigned or designated task. It is agreed that all member Agencies will share equally in these duties.

Section 2. Chairman. The Committee may elect a Chairman. The Chairman may have such additional powers and responsibilities as may from time to time be vested in him/her by the Committee. In general, the Chairman will be responsible for the continued focus on the accomplishment of the mission, retaining participation of all Agencies, and will take the lead in matters of major decision.

Section 3. Coordinator. The Coordinator will be elected from the Committee membership and will be responsible for such actions, as meeting coordination, preparing agendas, the smooth operation of meetings and successful conduction of business, and such other responsibilities as directed by the Chairman.

Section 4. Recorder. The Recorder will be elected from the Committee membership and will be responsible for recording the major points, decisions, and action items during Committee meetings, distributing these to members, and accumulating and maintaining all such notes, or related materials, for future reference.

Section 5. Resignation. Any officer of the Committee may resign at any time provided that two weeks notice is given. A replacement may be elected, or the Chairman may appoint a temporary or permanent replacement.

ARTICLE FOUR

ADMINISTRATIVE FUNCTIONS

Section 1. Administration of Tasks. It is agreed that each member Agency will share in the various administrative duties or committee tasks that are required in the support of the mission of the WAQTC.

Section 2. Funding. The entire membership, or division thereof wishing to participate, may enter into project agreements in support of the mission of the WAQTC. Participation in such projects is voluntary taking into consideration such factors as return on investment. Funding for projects, or other undertakings that support the mission, will be on a basis as agreed to by the member Agencies

participating in that project. Business will be conducted through whatever mechanism is most advantageous such as: pooled fund studies, task reimbursement, or other inter-Agency agreements. The appropriate agreement will be drawn for the task at hand. This document will lay out the reason for the agreement and desired outcome, the projected cost, the amounts that each Agency will contribute and in what form, and the responsibilities and expectations of each party to the agreement.

ARTICLE FIVE

EMBLEM

The emblem of the organization will be diamond shaped, bearing the inscription WESTERN ALLIANCE FOR QUALITY TRANSPORTATION CONSTRUCTION (WAQTC), and having an illustration of mountains bordered by graphical designs. The emblem may be placed on all products that result from the efforts of the WAQTC or that fall under its leadership.

ARTICLE SIX

CHANGES TO BYLAWS

These bylaws may be altered, amended, or repealed and new bylaws adopted at any meeting of the Committee. Furthermore, all Agencies must have been made aware of the intended change and given the opportunity to comment or be represented at that meeting.